



CompuDyne - Public Safety & Justice, Inc.
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22

December 5, 2005

Commander David Rossetto
Milpitas Police Department
1265 N. Milpitas Boulevard
Milpitas, CA 95035

Subject: Enhancement Proposal (EP)-175094A: Version Management Program (VMP) Upgrade

Reference: Agreement for Extended Service between the City of Milpitas and Tiburon, Inc. effective March 29, 2000.

Dear Commander Rossetto:

CompuDyne – Public Safety & Justice, Inc., formerly known as Tiburon, is pleased to present this revised Enhancement Proposal for a Version Management Program (VMP) Upgrade. This version, EP-175094A replaces EP-175094. The modification to this version is the removal in the hardware which will be provided by the Milpitas Police Department.

This Enhancement Proposal includes the basic services required to upgrade the Department's RMS/2000 and ARS applications from version 7.1 to 7.4.1. The majority of the costs for the VMP upgrade are included in the annual maintenance fee.

Be aware that other 3rd party products in use may require upgrades as well, and Oracle, Crystal and Microfocus Cobol software upgrades are not included in this proposal. Please carefully review all hardware and software ancillary to your CompuDyne-provided systems for items that may require upgrades for specific operations.

Scope Description for Version Management Program Upgrade

Please note that these tasks may or may not occur in this order and that some tasks may overlap.

1) Upgrade Initiation Meeting

An upgrade initiation meeting will be scheduled on a mutually agreed-to date and conducted by CompuDyne at the Milpitas Police Department. The objectives of this event include:

- Milpitas and CompuDyne personnel introductions;
- Review Milpitas and CompuDyne roles, responsibilities and expectations;
- Establish a clear chain of communication and authority;
- Review upgrade scope and objectives;
- Review the upgrade process; and
- Determine an initial upgrade schedule.

2) System Installation

CompuDyne, with the Department's assistance as required, will remotely perform the System Installation on the Department's hardware as follows:

- Verify existing installed system against baseline source code for current version level.
- Create directory structure, file systems, user accounts, and databases for upgrade system(s) on the RMS/2000 server.

Note that the upgrade training system may be setup after recapture of existing training system's resources, or that the existing training system may need to be reconfigured at the onset of the project for sufficient resources to be available for the upgrade.

- Install Baseline Version 7.4.1 software for RMS/2000 and ARS.
- Migrate identified tailoring to baseline system installed.
- Create Graphical User Interface client build using identified tailoring from existing GUI build. Setup distribution paths for upgrade system:
 - Create ARS/LAN build
- Assist client in determining database connectivity settings to connect to the upgrade system.

3) Geographic File

There are no changes to the formatting of the .tgf files or underlying ARC shape files required for the upgrade. Geographic file maintenance and the responsibility for accuracy continue to reside with the client. However, changes made to address verify processing, as well as directory structure changes, will require remote CompuDyne support during the upgrade, to include:

- Installation of current 'tibtools' on the server. The upgrade 'tibtools' must reside in /mnt1 -- therefore will replace the existing 'tibtools' early in the project.
- Modify the Geographic Conversion Process (GCP) as required.
- Remotely assist client with any changes required for placement of the .tgf files for the geographic file building process (ftp points/accounts or GCT settings, as applicable)

4) Documentation

Representative baseline documentation for version 7.4.1 will be provided prior to upgrade initiation. Site-specific documents based on tailoring items migrated to the baseline documentation will be prepared and provided for each system installed. Updated Interface Control Documents will also be provided if any changes apply.

5) Functional Testing

CompuDyne will perform initial testing of the system to confirm operational status and functionality. Detailed functional testing of each system and module installed shall be performed by the Department, documenting any problems found using the Technical Service Request reporting through the CompuDyne Customer Support system. A new TCS account specific to the upgrade will be created for the City of Milpitas.

6) Functional Overview of New Functionality - Demonstration/Training

CompuDyne will provide up to one business day of on-site training, focusing specifically on the additional functionality provided by the upgrade version. In conjunction with the documentation provided, the primary intent of this training is to assist and enable the client to determine the internal training requirements and plan for their agency. This quote includes one additional day of RMS training for a total of two (2) days v 7.4.1 RMS/2000 training.

- Client must provide suitable classroom and workstation setups

- A maximum of eight personnel may attend, provided each has an individual workstation.
- 7) System Integration
Prior to cutover, it is essential that each interface is tested in the upgrade system. CompuDyne will remotely assist the client with this testing, working closely in scheduling to minimize the necessary interruption to the existing live operations. Any problems found shall be reported using the Technical Service Request reporting through the CompuDyne Customer Support system with the upgrade TCS account.
- 8) Data Conversion
CompuDyne will perform conversion of the following RMS/2000 files:
- CompuDyne will need access to a data conversion workstation, either a laptop or PC, to be installed on the client's network, for the duration of the project. CompuDyne will work with the client regarding hardware and network connections.
PC Anywhere will be utilized for data conversion operations.
VPN network access is required.
 - An initial data conversion will be performed.
Timing estimations will be made to determine how long the system must be placed in inquiry only mode (SACT) for the final data conversion.
Client will be responsible for testing the conversion of the data in the upgrade database, identifying additional exceptions and documenting corrections to be made for the final data conversion.
 - A final data conversion will be performed just prior to cutover.
The existing system must be in inquiry only mode during the final conversion.
Identified corrections from the initial conversion will be applied.
- 9) System Cutover
Immediately following any final data conversion, CompuDyne will notify the Department that RMS/2000 and ARS is ready for production use:
- A cutover schedule and plan will be jointly developed.
 - CompuDyne will have staff on-site to assist with the cutover for one business day.
 - CompuDyne will provide two additional business days of remote cutover support, answering operational questions and providing immediate assistance.

Price Description

| | |
|---|----------------|
| ▪ System Integration Fees for Hardware Replacement | \$5,000 |
| ▪ SSG Services to Install & Configure Replacement Servers | \$9,845 |
| ▪ One (1) day additional RMS training | \$4,956 |
| ▪ Project Management for SSG Services | <u>\$1,352</u> |
| Total: | \$21,153 |

- 1) The CompuDyne Annual Maintenance amount will not increase due to this VMP.

- 2) This quote does not include taxes levied by any government agency for technical services. Taxes for technical services, if applicable, are the responsibility of the Client.

CompuDyne and Client Responsibilities:

- 1) The system upgrade project will require that CompuDyne and the Client fulfill their respective responsibilities, complete all tasks, and meet the task completion criteria as determined in the Upgrade Initiation Meeting.

CompuDyne Responsibilities

- 1) Upgrade the software version and provide the services per the "Scope Description for Version Management Program Upgrade."

Client Responsibilities

- 1) Purchase hardware in accordance with the configuration outlined in Attachment A.
- 2) Once hardware and software has been received, fax a signed copy of the packing slips to Melissa Wade at 510.792.7563.
- 3) Designate a person to be the principal point of contact for all technical questions and administrative arrangements relating to this VMP and described in the "Scope Description for Version Management Program Upgrade".
- 4) Provide VPN access to CompuDyne personnel.

Completion Criteria

The VMP upgrade will be considered complete upon cutover of the RMS/2000 and ARS applications to production operation.

Terms and Conditions

- 1) The work described above will be scheduled to commence at a mutually agreeable date after the Client's acceptance of this Enhancement Proposal.
- 2) All necessary third-party upgrades (not included in this Enhancement Proposal) will be provided by the Milpitas Police Department in accordance with CompuDyne's specifications.
- 3) CompuDyne's baseline version 7.4.1 documentation will be provided.
- 4) Payment Schedule:

| | |
|-----|---|
| 50% | Upon receipt of the signed acceptance of this Enhancement Proposal. |
| 50% | Upon achievement of the Completion Criteria. |

- 5) By the Client's acceptance of the Enhancement Proposal in the signature blocks provided below, the Client is authorizing CompuDyne to proceed with the work described herein and confirms funding

will be obligated. Any requisite contractual documents required by the Client's purchasing procedures are the responsibility of the Client.

- 6) Except as described herein, all terms and conditions of the referenced agreement remain unchanged and in full force and effect.
- 7) This fixed price Enhancement Proposal is valid unless modified by CompuDyne in writing prior to Client acceptance of the Enhancement Proposal; otherwise, this Enhancement Proposal will expire on January 31, 2006.

Upon review and acceptance of this Enhancement Proposal, please sign below and return the signed copy of the Enhancement Proposal to Margaret Kiser in CompuDyne's Fremont office. Or, you can fax a copy of this letter to Margaret at 510-217-6466. If you have any questions or require further information, please contact Kim Anderson, 510-792-2108 ext. 2141, at your convenience.

Sincerely,



D. Kenneth Peters
Vice President of Sales

cc: Kim Anderson, Account Manager, Western Region

Attachment A: Replacement Server Configurations

Commander David Rossetto
Milpitas Police Department
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By this signature, the City of Milpitas accepts revised EP-175094A:

Signature

Date

Printed Name / Title

Attachment A –RMS/2000 Replacement Server Configuration

| Qty. | Equipment Description | Part Number |
|-------------|---|--------------------|
| 1 | RMS Server:9111 Model 520 | 9111-520 |
| 1 | IDE Slimline DVD-ROM Drive | 2640 |
| 1 | POWER GXT135P Graphics Accelerator with Digital Support | 2849 |
| 8 | 73.4 GB 10,000 RPM Ultra320 SCSI Disk Drive Assembly | 3274 |
| 1 | SCSI Cable, PCI Adapter to Hot-Swap Disks | 4267 |
| 2 | 2048MB (4x512MB) DIMMs, 208-pin, 266 MHz DDR SDRAM | 4447 |
| 2 | AC Power Supply, 850 W | 5158 |
| 1 | 2-way 1.5 GHz POWER5 Processor Card, 36MB L3 Cache | 5226 |
| 1 | PCI-X Dual Ultra320 SCSI by Adaptec, Inc. | 5712 |
| 2 | Power Cable – Drawer to IBM PDU, 14-foot, 250V/10A | 6458 |
| 1 | Ultra320 SCSI 4-Pack | 6574 |
| 1 | Ultra320 SCSI 4-Pack for Disk Mirroring | 6594 |
| 1 | IBM Rack-mount Drawer Rail Kit | 7160 |
| 1 | Processor Entitlement | 7602 |
| 1 | Media Backplane Card | 7877 |
| 1 | IBM Rack-mount Drawer Bezel and Hardware | 7918 |
| 1 | 80 GB Ext. Tape Drive | 7206-VX2 |
| 1 | Rack Power Cord, Single | 5060 |
| 1 | Rack Mounting Kit | 8723 |
| | System Software | 5692-A5L |
| 1 | CD-ROM Process Charge | 1004 |
| | C FOR AIX 3 YR SW MA | 5733-M52 |
| 1 | 5733-M52 SW MAINT 3Y Reg per Users | 3125 |
| | AIX 5L V5.2 | 5765-E62 |
| 2 | Value Pak Per Processor D5 AIX V5.2 | 0040 |
| | IBM C for AIX V6.0 | 5765-F57 |
| 1 | 1 User w 1 YR SW Maint | 0001 |

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| Qty. | Equipment Description | Part Number |
|------|--|-------------|
| | Software Maintenance for AIX, 3 Year | 5773-SM3 |
| 2 | D5 3 Yr SWMA for AIX per Processor Reg/Ren | 0458 |

Jeskell Inc.
155A Moffett Park Drive, Suite #104
Sunnyvale, CA 94089

Customer: City of Milpitas
Name: Mike Luu
Phone: 408-586-2706
Proposal #: JSK-7316A-BQ

Quoted By: Rick Hartley - Jeskell Inc.
 (408) 744-0102 x210 or email -> rhartley@jeskell.com

Jeskell 'IBM pSeries 520+ Proposed Solution'

12/14/2005

| Part# | Description | Qty | IBM Ext. | Jeskell |
|----------|--|-----|----------|-------------|
| | | | List | Ext. Bid |
| 9131-52A | Server 1:9131 Model 52A | 1 | \$1,100 | \$887.04 |
| 1932 | 4096MB (2x2048MB) DIMMs, 276-pin, 533 MHz DDR-2 SDRAM | 1 | \$3,550 | \$2,862.72 |
| 1968 | 73.4 GB 10,000 RPM Ultra320 SCSI Disk Drive Assembly | 8 | \$3,512 | \$2,832.08 |
| 1974 | PCI-X Dual Channel Ultra320 SCSI Adapter | 1 | \$658 | \$530.61 |
| 1980 | POWER GXT135P Graphics Accelerator With Digital Support | 1 | \$381 | \$307.24 |
| 1994 | IDE Slimline DVD-ROM Drive | 1 | \$378 | \$304.82 |
| 5005 | Software Preinstall | 1 | N/C | N/C |
| 5159 | AC Power Supply, 850 W | 2 | \$834 | \$672.54 |
| 6458 | Power Cable -- Drawer to IBM PDU, 14-foot, 250V/10A | 2 | \$28 | \$22.58 |
| 6574 | Ultra320 SCSI 4-Pack | 2 | \$488 | \$393.52 |
| 7160 | IBM Rack-mount Drawer Rail Kit | 1 | \$75 | \$60.48 |
| 7190 | IBM Rack-mount Drawer Bezel and Hardware | 1 | \$75 | \$60.48 |
| 7320 | One Processor Entitlement for Processor Feature # 8330 | 1 | \$1,720 | \$1,387.01 |
| 7877 | Media Backplane Card | 1 | \$120 | \$96.77 |
| 8330 | 2-way 1.9 GHz POWER5 Processor Card,36MB L3 Cache | 1 | \$4,675 | \$3,769.92 |
| 8410 | Zero-priced Express Product Offering Processor Entitlement for #8330 | 1 | N/C | N/C |
| 9300 | Language Group Specify - US English | 1 | N/C | N/C |
| | | | ===== | ===== |
| | 9131-52A Price | | \$17,594 | \$14,187.80 |
| 7206-VX2 | 80 GB Ext. Tape Drive | 1 | \$2,295 | \$1,438.97 |
| 2507 | 1-80 GB VXA2 cartridge | 6 | \$1,008 | \$632.02 |
| 2509 | 1-VXA2 cleaning cartridge | 1 | \$44 | \$27.59 |
| 8723 | Rack Mounting Kit | 1 | \$120 | \$75.24 |
| 9300 | English Manuals | 1 | N/C | N/C |
| 9764 | 4.5m VHDCI/HD68 SCSI cable | 1 | N/C | N/C |
| 9797 | LVD/SE Terminator | 1 | N/C | N/C |
| 9800 | 9 FT 125V 15A Power Cord | 1 | N/C | N/C |
| 9860 | Rack Power Cord, Single | 1 | N/C | N/C |
| | | | ===== | ===== |
| | 7206-VX2 Price | | \$3,467 | \$2,173.81 |
| 5692-A5L | System Software | 1 | N/C | N/C |
| 0967 | MEDIA 5765-G03 AIX 5L V5.3 | 1 | N/C | N/C |
| 0968 | Expansion pack | 1 | N/C | N/C |
| 0970 | AIX 5L V5.3 Update CD | 1 | N/C | N/C |
| 0975 | Microcode Upd Files and Disc Tool CD | 1 | N/C | N/C |
| 0976 | Mozilla for AIX CD | 1 | N/C | N/C |
| 1004 | CD-ROM Process Charge | 1 | \$50 | \$50.00 |
| 1403 | Preinstall 64-bit Kernel | 1 | N/C | N/C |
| 2924 | English Language | 1 | N/C | N/C |
| 3410 | CD-ROM | 1 | N/C | N/C |
| 3506 | Suppress Single Pallet Delivery | 1 | N/C | N/C |
| 5005 | Preinstall | 1 | N/C | N/C |

| | | | |
|---|-------|----------|-------------|
| 5924 English U/L SBCS Secondary Language | 1 | N/C | N/C |
| | ===== | ===== | |
| 5692-A5L OTC | | \$50 | \$50.00 |
| 5724-I10 IBM C Enterprise Edition for AIX, V7.0 | 1 | N/C | N/C |
| 0093 Per User w 1 YR SW Maint | 1 | \$1,080 | \$891.00 |
| 3483 Preinstall - Single Pallet Delivery | 1 | N/C | N/C |
| 5809 CD-ROM Multilingual-AIX | 1 | N/C | N/C |
| | ===== | ===== | |
| 5724-I10 OTC | | \$1,080 | \$891.00 |
| 5733-M52 C FOR AIX 3 YR SW MA | 1 | N/C | N/C |
| 3125 5733-M52 SW MAINT 3Y Reg per Users | 1 | \$433 | \$357.23 |
| | ===== | ===== | |
| 5733-M52 OTC | | \$433 | \$357.23 |
| 5765-G03 AIX 5L V5.3 | 1 | N/C | N/C |
| 0034 Value Pak Per Processor D5 AIX V5.3 | 2 | \$300 | \$247.50 |
| | ===== | ===== | |
| 5765-G03 OTC | | \$300 | \$247.50 |
| 5773-SM3 Software Maintenance for AIX, 3 Year | 1 | N/C | N/C |
| 0458 D5 3 Yr SWMA for AIX per Processor Reg/Ren | 2 | \$1,614 | \$1,331.55 |
| 5809 Software Maintenance Agreement | 1 | N/C | N/C |
| | ===== | ===== | |
| 5773-SM3 OTC | | \$1,614 | \$1,331.55 |
| ***** GRAND TOTALS ***** | | | |
| Hardware Price | | \$21,061 | \$16,361.61 |
| Software Price | | \$3,477 | \$2,877.28 |
| Tax | | \$1,856 | \$1,448 |
| | | ===== | ===== |
| System Total | | \$26,394 | \$20,686.77 |
| Jeskell / IBM pSeries 520+ Solution Total | | | \$20,686.77 |
| - The above has standard 3 year warranty' | | | |

Tin 770404935

Cage Code 05DE1

DUNs 786823575

CMAS Contract Number 3-96-70-0226C

Jeskell has a GSA Schedule which is still Certified (Small, Disadvantaged, Minority Owned Company).

If buying off of Credit Card, please add an additional 3% processing fee.